

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

BLOCKCHAIN MINING SUPPLY AND
SERVICES LTD.,

Plaintiff,

—against—

SUPER CRYPTO MINING, INC. n/k/a
DIGITAL FARMS, INC. and DPW
HOLDINGS, INC. n/k/a AULT ALLIANCE,
INC.,

Defendants.

Civil Action No. 1:18-cv-11099-ALC

EXHIBIT TTTT

**TO THE DECLARATION OF RICHARD S. MANDEL IN SUPPORT
OF PLAINTIFF’S MOTION FOR SUMMARY JUDGMENT**

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

BLOCKCHAIN MINING SUPPLY AND
SERVICES LTD.,

Plaintiff,

–against–

SUPER CRYPTO MINING, INC. n/k/a
DIGITAL FARMS, INC., and DPW
HOLDINGS, INC. n/k/a AULT GLOBAL
HOLDINGS, INC.,

Defendants.

Civil Action No. 1:18-cv-11099-ALC

EXHIBIT L

**TO DECLARATION OF DASHA CHESTUKHIN
IN SUPPORT OF PLAINTIFF’S OPPOSITION TO DEFENDANTS’
MOTION TO DISMISS THE FIRST AMENDED COMPLAINT
PURSUANT TO FRCP 12(b)(2) AND 12(b)(6)**

Message

From: Darren Magot [darren@supercrypto.com]
Sent: 8/14/2018 12:38:23 PM
To: Mariah Corbett [mariah@dpwholdings.com]; Willy Tencer [wtencer@midcitycapital.ca]
CC: Milton Todd Ault III [toddault@gmail.com]; Milton Ault III [todd@dpwholdings.com]; joe kalfa [joekalfa@gmail.com]
Subject: RE: Update

Hi Willy,

I'm with Todd in NY running around to meetings. 15 minutes ago he walked into the attorney's office and is in the conference room meeting with them now. I'm sorry but he is running behind but definitely wants to talk with you today to provide the update. I'll pull him away to call just as soon as possible.

Thank you in advance for understanding and being available.

Darren Magot
 714-887-6377

From: Mariah Corbett <mariah@dpwholdings.com>
Sent: Tuesday, August 14, 2018 12:37 PM
To: Willy Tencer <wtencer@midcitycapital.ca>
Cc: Milton Todd Ault III <toddault@gmail.com>; Darren Magot <darren@supercrypto.com>; Milton Ault III <todd@dpwholdings.com>; joe kalfa <joekalfa@gmail.com>
Subject: Re: Update

Yes, he will be calling shortly. Thank you for your patience Willy

On Tue, Aug 14, 2018 at 12:36 PM, Willy Tencer <wtencer@midcitycapital.ca> wrote:

I am on standby for your call. Will you be calling shortly?

Willy Tencer
 Blockchain Mining Supply and Services Ltd
 200-345 Wilson Ave.
 Toronto, On. Canada
 M3H5W1
 Tel. 416 398 1198
 wtencer@midcitycapital.ca

On Aug 13, 2018, at 11:08 AM, Milton Todd Ault III <toddault@gmail.com> wrote:

Willy flying to NYC today.

As I suggested this would be the week we closed on funding.

I suggest a 2 pm eastern call Tuesday.

I am looking to close funding.

Todd

On Mon, Aug 13, 2018 at 5:28 AM Willy Tencer <wtencer@midcitycapital.ca> wrote:
 Have not received any wires since last Monday.

Are we still talking?

Are you sending new wires?

What is the update with NYSE?

Are you sending corporate guarantee?

I need information. We are getting squeezed. I am doing my best to hold off but I need info today or you leave me no options.

Willy Tencer

Blockchain Mining Supply and Services Ltd.

200 - 345 Wilson Ave.,

Toronto, ON M3H 5W1

Tel. 416 398 1198

Fax 416 398 0878

wtencer@midcitycapital.ca

From: Mariah Corbett [mailto:mariah@dpwholdings.com]

Sent: August 10, 2018 2:54 PM

To: Willy Tencer <wtencer@midcitycapital.ca>

Cc: Milton Ault III <todd@dpwholdings.com>; Darren Magot <darren@supercrypto.com>; joe kalfa <joekalfa@gmail.com>; Todd Ault <toddault@gmail.com>

Subject: Re: Update

I will let Todd know about your wire today. Thanks Willy

On Fri, Aug 10, 2018 at 6:21 AM, Willy Tencer <wtencer@midcitycapital.ca> wrote:

Any update? Did you send a wire?

Willy Tencer

Blockchain Mining Supply and Services Ltd.

200 - 345 Wilson Ave.,

Toronto, ON M3H 5W1

Tel. 416 398 1198

Fax 416 398 0878

wtencer@midcitycapital.ca

From: Willy Tencer [mailto:wtencer@midcitycapital.ca]

Sent: August 9, 2018 2:34 PM

To: 'Milton Ault III' <todd@dpwholdings.com>

Cc: 'darren@supercrypto.com' <darren@supercrypto.com>; 'joe kalfa' <joekalfa@gmail.com>; 'toddault@gmail.com' <toddault@gmail.com>

Subject: RE: Update

You know that we have always been cooperative and have done everything to avoid a laws suit. But you are leaving me with little manoeuverability.

Send us a reasonable wire today. Show me some good faith and we'll give you a few more days.

Willy Tencer

Blockchain Mining Supply and Services Ltd.

200 - 345 Wilson Ave.,

Toronto, ON M3H 5W1

Tel. 416 398 1198

Fax 416 398 0878

wtencer@midcitycapital.ca

From: Milton Ault III [mailto:todd@dpwholdings.com]

Sent: August 9, 2018 2:24 PM

To: Willy Tencer <wtencer@midcitycapital.ca>

Cc: darren@supercrypto.com; joe kalfa <joe kalfa@gmail.com>; toddault@gmail.com

Subject: Re: Update

I speak the truth.

A lawsuit delays things a long time. Delay is a lawsuit.

On Thu, Aug 9, 2018 at 2:23 PM Willy Tencer <wtencer@midcitycapital.ca> wrote:

You are a master of delay.

Why did you not take the time to call when you said you would and instead just ignore us for 3 days?

Why did you stop sending wires?

Why should I believe you? accompany your size can do a lot more than what you've done.

I am not calm. I am not accustomed to doing business this way.

The end is here.

Willy Tencer

Blockchain Mining Supply and Services Ltd.

200 - 345 Wilson Ave.,

Toronto, ON M3H 5W1

Tel. 416 398 1198

Fax 416 398 0878

wtencer@midcitycapital.ca

From: Milton Ault III [mailto:todd@dpwholdings.com]

Sent: August 9, 2018 2:17 PM

To: Willy Tencer <wtencer@midcitycapital.ca>

Cc: darren@supercrypto.com; joe kalfa <joekalfa@gmail.com>; toddault@gmail.com

Subject: Re: Update

Willy I am in New York working on this.

Please be calm for a few days.

I am very close with my bankers

On Thu, Aug 9, 2018 at 2:15 PM Willy Tencer <wtencer@midcitycapital.ca> wrote:

I'm sorry Todd, but since we have not heard from you all week, I have no choice but to move this up to the next level.

We have to hand this over to our Attorney for collection.

Our situation has changed and the our Bank will no longer ride this out. I held them off as long as possible but they are now putting pressure on us and will no longer consider this account an asset.

They are really pushing.

I'm sorry it's come to this but you must admit we have done everything in our power to be cooperative.

I know you give us a few thousand here and there but it's not helping. It barely covers the storage and our legal fees.

We agreed to work with you in regard to offering us a note to pay this account. We agreed to accept your corporate guarantee but nothing has come through.

We obviously prefer to have this settled. We have been open and flexible and are still willing to be flexible but we need a concrete proposal from you that you are willing and able to stand by. Unless something 100% concrete is received by Monday, I am giving a free hand to the attorney to do what needs to be done.

Be prepared, this will be an expensive ordeal.

We will not back off.

Willy Tencer

Blockchain Mining Supply and Services Ltd.

200 - 345 Wilson Ave.,

Toronto, ON M3H 5W1

Tel. 416 398 1198

Fax 416 398 0878

wtencer@midcitycapital.ca

From: Willy Tencer [<mailto:wtencer@midcitycapital.ca>]

Sent: August 8, 2018 10:58 AM

To: 'Milton Ault III' <todd@dpwholdings.com>

Cc: 'darren@supercrypto.com' <darren@supercrypto.com>; 'joe kalfa' <joekalfa@gmail.com>; 'toddault@gmail.com' <toddault@gmail.com>

Subject: RE: Update

Todd, we can't let this continue at this pace.

Let me know how this will be resolved.

I expect to hear from you today.

Willy Tencer

Blockchain Mining Supply and Services Ltd.

200 - 345 Wilson Ave.,

Toronto, ON M3H 5W1

Tel. 416 398 1198

Fax 416 398 0878

wtencer@midcitycapital.ca

From: Willy Tencer [<mailto:wtencer@midcitycapital.ca>]

Sent: August 7, 2018 7:17 PM

To: Milton Ault III <todd@dpwholdings.com>

Cc: darren@supercrypto.com; joe kalfa <joekalfa@gmail.com>; toddault@gmail.com

Subject: Re: Update

I thought you were calling today. What happened? I'm available.

Willy Tencer

Midcity Capital Ltd.

200-345 Wilson Ave.

Toronto, On. Canada

M3H5W1

Tel. 416 398 1198

Fax. 416 398 0878

wtencer@midcitycapital.ca

From: Willy Tencer <wtencer@midcitycapital.ca>
Sent: Sunday, July 29, 2018 2:52 PM
To: Milton Ault III
Cc: darren@supercrypto.com; joe kalfa; toddault@gmail.com
Subject: Re: Update

Todd, can you tell me what's going on regarding below request? (The note)

Willy Tencer
Blockchain Mining Supply and Services Ltd
200-345 Wilson Ave.
Toronto, On. Canada
M3H5W1
Tel. 416 398 1198
Fax. 416 398 0878
wtencer@midcitycapital.ca

From: Willy Tencer <wtencer@midcitycapital.ca>
Sent: Friday, July 27, 2018 6:40 PM
To: Milton Ault III
Cc: darren@supercrypto.com; joe kalfa; toddault@gmail.com
Subject: Re: Update

Thank you. Tell me what's going on regarding the note.

Willy Tencer
Midcity Capital Ltd.
200-345 Wilson Ave.
Toronto, On. Canada
M3H5W1
Tel. 416 398 1198
Fax. 416 398 0878
wtencer@midcitycapital.ca

From: Milton Ault III <todd@dpwholdings.com>
Sent: Friday, July 27, 2018 6:15 PM
To: Willy Tencer
Cc: darren@supercrypto.com; joe kalfa; toddault@gmail.com
Subject: Re: Update

Wired you another \$10000 today

Friday

On Fri, Jul 27, 2018 at 11:28 AM Willy Tencer <wtencer@midcitycapital.ca> wrote:

Do you have any further updates?

Willy Tencer
Midcity Capital Ltd.
[200-345 Wilson Ave.](#)
[Toronto, On. Canada](#)
[M3H5W1](#)
Tel. 416 398 1198
wtencer@midcitycapital.ca

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Milton "Todd" Ault III
Chairman & CEO
DPW Holdings, Inc
714-916-8498 Cell

NYSE American (DPW)

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--

Milton "Todd" Ault III
Chairman & CEO
DPW Holdings, Inc
714-916-8498 Cell

NYSE American (DPW)

--

Best,

Mariah Corbett
Executive Assistant
DPW Holdings, Inc.
(415) 246-5596

--

Thanks,

Todd

Milton "Todd" Ault, III
D: 949-534-AULT (2858)

This message may contain confidential and/or restricted information. If you are not the addressee or authorized to receive this for the addressee, you must not use, copy, disclose, or take any action based on this message or any information herein. This information should only be forwarded or distributed on a "need to know basis". If you have received this message in error, please advise the sender immediately by reply e-mail and delete this message. Thank you for your cooperation.

--

Best,

Mariah Corbett
Executive Assistant
DPW Holdings, Inc.
(415) 246-5596

Message

From: Darren Magot [darren@supercrypto.com]
Sent: 8/16/2018 8:04:03 AM
To: Willy Tencer [wtencer@midcitycapital.ca]; 'Milton Ault III' [todd@dpwholdings.com]
CC: Joe Kalfa - NADW [joekalfa@gmail.com]
Subject: RE: wire

Good morning Willy,

I'm with Todd in NY and he just confirmed that he is working to get you a wire tomorrow.

I will keep you updated on the progress around that goal.

Darren Magot
714-887-6377

From: Willy Tencer <wtencer@midcitycapital.ca>
Sent: Thursday, August 16, 2018 7:05 AM
To: 'Milton Ault III' <todd@dpwholdings.com>; Darren Magot <darren@supercrypto.com>
Cc: Joe Kalfa - NADW <joekalfa@gmail.com>
Subject: wire

Will you be sending a wire today to cover the latest warehouse storage invoice?

Willy Tencer
Blockchain Mining Supply and Services Ltd.
200 - 345 Wilson Ave.,
Toronto, ON M3H 5W1
Tel. 416 398 1198
Fax 416 398 0878
wtencer@midcitycapital.ca

Message

From: Darren Magot [darren@supercrypto.com]
Sent: 10/7/2018 10:49:42 AM
To: Willy Tencer [wtencer@midcitycapital.ca]
CC: Milton Ault III [todd@dpwholdings.com]; Joe Kalfa - NADW [joekalfa@gmail.com]
Subject: Re: final email

Hi Willy

I'm sorry for the delay in reply. Todd was traveling again in New York finalizing all the financing. Now he's in Arizona and we have not yet connected to discuss next steps. I hope to talk with him later today and then be able to get back to you.

Sorry once again but we will communicate as I learn more.

Darren Magot
(714)887-6377

On Oct 7, 2018, at 9:01 AM, Willy Tencer <wtencer@midcitycapital.ca> wrote:

I would like to encourage you to communicate. This will be my final email before reactivating the file with our Attorney tomorrow.

Quite surprised at your lack of mutual respect considering how we have cooperated with you from the very 1st time you had asked for a payment extension over 6 months ago.

I am available by email, phone, or text anytime.

Willy Tencer
Blockchain Mining Supply and Services Ltd.
200 - 345 Wilson Ave.,
Toronto, ON M3H 5W1
Tel. 416 398 1198
Fax 416 398 0878
wtencer@midcitycapital.ca

Message

From: Darren Magot [darren@supercrypto.com]
Sent: 9/12/2018 11:56:21 AM
To: Willy Tencer [sales@timberlane-mldg.com]
CC: Milton Ault III [todd@dpwholdings.com]; Joe Kalfa - NADW [joekalfa@gmail.com]
Subject: Re: Payment

Yes I will talk with Todd and reply today

Darren Magot
(714)887-6377

On Sep 12, 2018, at 11:47 AM, Willy Tencer <sales@timberlane-mldg.com> wrote:

Can I get some info?

Willy Tencer
Blockchain Mining Supply and Services Ltd
200-345 Wilson Ave.
Toronto, On. Canada
M3H 5W1
Tel. 416 398 1198
Fax. 416 398 0878
sales@timberlane-mldg.com

Message

From: Willy Tencer [wtencer@midcitycapital.ca]
Sent: 9/12/2018 7:24:08 PM
To: Darren Magot [darren@supercrypto.com]
CC: Milton Ault III [todd@dpwholdings.com]; joe kalfa [joekalfa@gmail.com]
Subject: Re: Call

I spoke to Todd about an hour ago. He did give me an update and I am awaiting an email tomorrow to confirm funding has closed. Then we can make shipping arrangements. Did you want to speak again tomorrow? If so, I am available all day except from 10:30 am - 1:00pm EST.

Willy Tencer
Blockchain Mining Supply and Services Ltd
200-345 Wilson Ave.
Toronto, On. Canada
M3H5W1
Tel. 416 398 1198
wtencer@midcitycapital.ca

On Sep 12, 2018, at 10:08 PM, Darren Magot <darren@supercrypto.com> wrote:

Hello Willy,

Todd asked that I reach out to ask if you have time to talk tomorrow. The funding is coming along but we need to share an update.

Please let us know if you are available in the afternoon

Darren Magot
714-887-6377

From: Willy Tencer <wtencer@midcitycapital.ca>
Sent: Wednesday, September 12, 2018 6:08 AM
To: 'Milton Ault III' <todd@dpwholdings.com>
Cc: Darren Magot <darren@supercrypto.com>; 'joe kalfa' <joekalfa@gmail.com>
Subject: RE: Call

What's going on??

I need an update. Your funding was supposed to close on Aug. 31st and we agreed that by Sept. 15th (as an outside date) the machines would be paid off. Did your funding close? Are we on schedule? In the meantime, We have not received any partial payments.

We will not wait any longer.

Another storage bill is coming out this week.

I await your response.

Willy Tencer
Blockchain Mining Supply and Services Ltd.
200 - 345 Wilson Ave.,
Toronto, ON M3H 5W1
Tel. 416 398 1198
Fax 416 398 0878

wtencer@midcitycapital.ca

From: Willy Tencer [<mailto:wtencer@midcitycapital.ca>]
Sent: September 9, 2018 3:13 PM
To: Milton Ault III <todd@dpwholdings.com>
Cc: darren@supercrypto.com; joe kalfa <joekalfa@gmail.com>
Subject: Re: Call

Can you call me today?

Willy Tencer
Blockchain Mining Supply and Services Ltd
200-345 Wilson Ave.
Toronto, On. Canada
M3H5W1
Tel. 416 398 1198
Fax. 416 398 0878
wtencer@midcitycapital.ca

From: Milton Ault III <todd@dpwholdings.com>
Sent: Friday, September 7, 2018 7:26 PM
To: Willy Tencer
Cc: darren@supercrypto.com; joe kalfa
Subject: Re: Call

We need to talk.

Can we try Saturday

On Fri, Sep 7, 2018 at 5:49 PM Willy Tencer <wtencer@midcitycapital.ca> wrote:

I'm only available for the next 15 minutes then I'm off.
Any update you can share?

Willy Tencer
Blockchain Mining Supply and Services Ltd
200-345 Wilson Ave.
Toronto, On. Canada
M3H5W1
Tel. 416 398 1198
wtencer@midcitycapital.ca

--

Milton "Todd" Ault III
Chairman & CEO
DPW Holdings, Inc
714-916-8498 Cell

NYSE American (DPW)

Message

From: Darren Magot [darren@supercrypto.com]
Sent: 10/7/2018 6:38:04 PM
To: Willy Tencer [wtencer@midcitycapital.ca]; 'Milton Ault III' [todd@dpwholdings.com]
CC: Joe Kalfa - NADW [joekalfa@gmail.com]
Subject: RE: Super Crypto statement

Hello Willy,

I just spoke with Todd. He is driving back from AZ right now but wants to review all your emails and then connect tomorrow to discuss the plan. He felt that we had a plan but weren't clear on the adjustments in timing. I expect that we can clear all of this up tomorrow.

Could we reach out around 12 noon PST?

Darren Magot
 714-887-6377

From: Willy Tencer <wtencer@midcitycapital.ca>
Sent: Sunday, October 7, 2018 3:04 PM
To: 'Milton Ault III' <todd@dpwholdings.com>; Darren Magot <darren@supercrypto.com>
Cc: Joe Kalfa - NADW <joekalfa@gmail.com>
Subject: FW: Super Crypto statement

Here is the email sent on Sept. 13th. the balance due is still the same (\$1,547,495.00) except for the additional Storage charges which will be \$300.00 / day since Sept. 13th.
 At this point, we have not added on our legal fees but that will be part of the claim which is being prepared tomorrow. (unless we receive a substantial wire).

Willy Tencer
 Blockchain Mining Supply and Services Ltd.
 200 - 345 Wilson Ave.,
 Toronto, ON M3H 5W1
 Tel. 416 398 1198
 Fax 416 398 0878
wtencer@midcitycapital.ca

From: Willy Tencer [<mailto:wtencer@midcitycapital.ca>]
Sent: September 13, 2018 3:30 PM
To: 'Milton Ault III' <todd@dpwholdings.com>; 'darren@supercrypto.com' <darren@supercrypto.com>
Cc: Joe Kalfa - NADW <joekalfa@gmail.com>
Subject: Super Crypto statement

Attached please find your latest invoice for warehouse storage of the 600 machines.
 Also attached is statement showing full history and total balance due for the release of the machines.
 Looking forward to getting this finalized and moving on to the next chapter.
 Let me know if you have any questions.

Willy Tencer
 Blockchain Mining Supply and Services Ltd.
 200 - 345 Wilson Ave.,
 Toronto, ON M3H 5W1

Tel. 416 398 1198

Fax 416 398 0878

wtencer@midcitycapital.ca

Message

From: Darren Magot [darren@supercrypto.com]
Sent: 10/23/2018 11:33:26 AM
To: Willy Tencer [wtencer@midcitycapital.ca]; 'Mariah Corbett' [mariah@dpwholdings.com]; 'Milton Ault III' [todd@dpwholdings.com]
CC: 'Joe Kalfa - NADW' [joekalfa@gmail.com]; 'Meister, Ronald' [RWM@cfl.com]
Subject: RE: Super Crypto term sheet

Hello Willy,

Todd is requesting to connect with you directly today if at all possible. He is in NYC right now. Can I help to arrange a call around 8:00pm EST today?

Thank you,

Darren Magot
714-887-6377

From: Willy Tencer <wtencer@midcitycapital.ca>
Sent: Monday, October 22, 2018 12:35 PM
To: Darren Magot <darren@supercrypto.com>; 'Mariah Corbett' <mariah@dpwholdings.com>; 'Milton Ault III' <todd@dpwholdings.com>
Cc: 'Joe Kalfa - NADW' <joekalfa@gmail.com>; 'Meister, Ronald' <RWM@cfl.com>
Subject: RE: Super Crypto term sheet

So if I understand correctly, the board approved the agreement at the meeting yesterday??
Who is your attorney working on this?
Perhaps my Attorney can be of assistance. We need this done today.
It's a pretty simple agreement based on your original term sheet.

Willy Tencer
Blockchain Mining Supply and Services Ltd.
200 - 345 Wilson Ave.,
Toronto, ON M3H 5W1
Tel. 416 398 1198
Fax 416 398 0878
wtencer@midcitycapital.ca

From: Darren Magot [mailto:darren@supercrypto.com]
Sent: October 22, 2018 3:15 PM
To: Willy Tencer <wtencer@midcitycapital.ca>; 'Mariah Corbett' <mariah@dpwholdings.com>; 'Milton Ault III' <todd@dpwholdings.com>
Cc: 'Joe Kalfa - NADW' <joekalfa@gmail.com>; Meister, Ronald <RWM@cfl.com>
Subject: RE: Super Crypto term sheet

Hello Willy,

The attorney's are working on this and I'm pushing for it to be to us today.

Sorry for the delay.

Darren Magot
714-887-6377

From: Willy Tencer <wtencer@midcitycapital.ca>
Sent: Monday, October 22, 2018 10:21 AM
To: Darren Magot <darren@supercrypto.com>; 'Mariah Corbett' <mariah@dpwholdings.com>; 'Milton Ault III' <todd@dpwholdings.com>
Cc: 'Joe Kalfa - NADW' <joekalfa@gmail.com>; Meister, Ronald <RWM@cll.com>
Subject: RE: Super Crypto term sheet

Very surprised not to have heard from you yesterday or have any communication today.
If we don't receive your signed agreement by end of day today, I will be releasing the file to the Attorney (copied here), in the morning.
Sorry it had to come to this.

Willy Tencer
Blockchain Mining Supply and Services Ltd.
200 - 345 Wilson Ave.,
Toronto, ON M3H 5W1
Tel. 416 398 1198
Fax 416 398 0878
wtencer@midcitycapital.ca

From: Darren Magot [<mailto:darren@supercrypto.com>]
Sent: October 18, 2018 8:06 PM
To: Willy Tencer <wtencer@midcitycapital.ca>; 'Mariah Corbett' <mariah@dpwholdings.com>; 'Milton Ault III' <todd@dpwholdings.com>
Cc: 'Joe Kalfa - NADW' <joekalfa@gmail.com>
Subject: RE: Super Crypto term sheet

Hello Willy,

The board has your agreement for review and they are meeting on Sunday. I expect to have the agreement back from them so I can forward to get this completed.

Darren Magot
714-887-6377

From: Willy Tencer <wtencer@midcitycapital.ca>
Sent: Wednesday, October 17, 2018 5:56 PM
To: Darren Magot <darren@supercrypto.com>; 'Mariah Corbett' <mariah@dpwholdings.com>; 'Milton Ault III' <todd@dpwholdings.com>
Cc: 'Joe Kalfa - NADW' <joekalfa@gmail.com>
Subject: RE: Super Crypto term sheet

Here is the info for our stock broker.
They are a very large firm.



RBC Wealth Management
Dominion Securities

Contact: **Adam Klasner** | Wealth Advisor | RBC Wealth Management | RBC Dominion Securities Inc. | **Direct: 905-764-5732** | adam.klasner@rbc.com | 260 East Beaver Creek Rd, Suite # 500 Richmond Hill ONT, L4B 3M3

Do not send a term sheet. Send a signed binding agreement. The agreement can be considered an amendment to your original Asset Purchase agreement.

A term sheet is not necessary because there is nothing further to discuss. It would only be considered a further delay tactic.

This needs to finish tomorrow.

We're done. Abide by this new agreement and come pick up your machines.

Willy Tencer
Blockchain Mining Supply and Services Ltd.
200 - 345 Wilson Ave.,
Toronto, ON M3H 5W1
Tel. 416 398 1198
Fax 416 398 0878
wtencer@midcitycapital.ca

From: Darren Magot [<mailto:darren@supercrypto.com>]
Sent: October 17, 2018 7:44 PM
To: Willy Tencer <wtencer@midcitycapital.ca>; 'Mariah Corbett' <mariah@dpwholdings.com>; 'Milton Ault III' <todd@dpwholdings.com>
Cc: Joe Kalfa - NADW <joekalfa@gmail.com>
Subject: RE: Super Crypto term sheet

Thank you Willy,

Can you please share the details on your Broker so I can add them to the term sheet.

Darren Magot
714-887-6377

From: Willy Tencer <wtencer@midcitycapital.ca>
Sent: Wednesday, October 17, 2018 2:39 PM
To: Darren Magot <darren@supercrypto.com>; 'Mariah Corbett' <mariah@dpwholdings.com>; 'Milton Ault III' <todd@dpwholdings.com>
Cc: Joe Kalfa - NADW <joekalfa@gmail.com>
Subject: Re: Super Crypto term sheet

We will accept your most recent term sheet. The only thing that needs to be changed is to take Glendale out and insert our broker.

So as not create any large market price swings We and our Broker will agree to sell a max \$200,000.00/day or up to 20% of the previous day Trading volume; which ever is lower.

No need for any further Term Sheets. Just put this in an agreement, sign it and send it over.

This is what you proposed in our latest phone call and in your latest term sheet.

We need this finished.

What are we to think when you don't have time for a phone call to a Vendor that you owe over \$1.5 M.?

We will not tolerate any further stall tactics and delays.

This offer is open until 5:00pm tomorrow EST.

If not done, we are moving forward in other means. We have done everything possible to keep the communication open but I fear you are not working on good faith.

Willy Tencer

Blockchain Mining Supply and Services Ltd
200-345 Wilson Ave.
Toronto, On. Canada
M3H5W1
Tel. 416 398 1198
Fax. 416 398 0878
wtencer@midcitycapital.ca

From: Darren Magot <darren@supercrypto.com>
Sent: Wednesday, October 17, 2018 5:12 PM
To: Willy Tencer; 'Mariah Corbett'; 'Milton Ault III'
Subject: RE: Super Crypto term sheet

Hi Willy,

I'm concerned that we won't be able to do this over the phone today so I wanted to email asking if you could outline your "ideal scenarios" that way I can reply with feedback. We want to make you whole on the original agreement as we work to minimize our incredible loses.

Thank you,

Darren Magot
714-887-6377

From: Willy Tencer <wtencer@midcitycapital.ca>
Sent: Wednesday, October 17, 2018 11:14 AM
To: Darren Magot <darren@supercrypto.com>; 'Mariah Corbett' <mariah@dpwholdings.com>; 'Milton Ault III' <todd@dpwholdings.com>
Subject: Re: Super Crypto term sheet

I am available anytime.

Willy Tencer
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wtencer@midcitycapital.ca

From: Darren Magot <darren@supercrypto.com>
Sent: Wednesday, October 17, 2018 1:26 PM
To: Willy Tencer; 'Mariah Corbett'; 'Milton Ault III'
Subject: RE: Super Crypto term sheet

Hi Willy,

Todd asked me to email because we are working on the term sheet this morning. We will need to call once we are at the point to finalize the key points. Please expect to have us reach out later today. What is your availability today?

Darren Magot
714-887-6377

From: Willy Tencer <wtencer@midcitycapital.ca>
Sent: Wednesday, October 17, 2018 5:20 AM
To: 'Mariah Corbett' <mariah@dpwholdings.com>; 'Milton Ault III' <todd@dpwholdings.com>
Cc: Darren Magot <darren@supercrypto.com>
Subject: RE: Super Crypto term sheet

Todd, can you call me this morning so that we can get this finalized.
Thanks.

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From: Mariah Corbett [<mailto:mariah@dpwholdings.com>]
Sent: October 16, 2018 6:04 PM
To: Willy Tencer <wtencer@midcitycapital.ca>
Cc: Milton Ault III <todd@dpwholdings.com>; Darren Magot <darren@supercrypto.com>
Subject: Re: Super Crypto term sheet

Hi Willy,

Todd has been in meetings most of the day, I have been trying to relay your message to him. I will let him know as soon as he becomes available

On Tue, Oct 16, 2018 at 2:36 PM, Willy Tencer <wtencer@midcitycapital.ca> wrote:

Will you be responding? Any update?
Please call today.
Willy Tencer
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Tel. 416 398 1198
Fax. 416 398 0878
wtencer@midcitycapital.ca

From: Willy Tencer <wtencer@midcitycapital.ca>
Sent: Tuesday, October 16, 2018 12:51 PM
To: 'Darren Magot'; 'Milton Ault III'
Subject: RE: Super Crypto term sheet

Todd, when are you available for a phone call?
Can you call me or should I call you?

Willy Tencer
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200 - 345 Wilson Ave.,
Toronto, ON M3H 5W1
Tel. 416 398 1198
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wtencer@midcitycapital.ca

From: Darren Magot [<mailto:darren@supercrypto.com>]
Sent: October 15, 2018 6:28 PM
To: Willy Tencer <wtencer@midcitycapital.ca>; 'Milton Ault III' <todd@dpwholdings.com>
Cc: 'Joe Kalfa - NADW' <joekalfa@gmail.com>
Subject: RE: Super Crypto

Hello Henry,

Please find the latest update attached now including the make whole details.

Darren Magot
714-887-6377

From: Willy Tencer <wtencer@midcitycapital.ca>
Sent: Monday, October 15, 2018 1:31 PM
To: Darren Magot <darren@supercrypto.com>; 'Milton Ault III' <todd@dpwholdings.com>
Cc: 'Joe Kalfa - NADW' <joekalfa@gmail.com>
Subject: RE: Super Crypto

What happened to the update? Another day is slipping away.
Are we getting it done?

Willy Tencer
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Toronto, ON M3H 5W1
Tel. 416 398 1198
Fax 416 398 0878
wtencer@midcitycapital.ca

From: Darren Magot [<mailto:darren@supercrypto.com>]
Sent: October 15, 2018 10:51 AM
To: Willy Tencer <wtencer@midcitycapital.ca>; 'Milton Ault III' <todd@dpwholdings.com>
Cc: Joe Kalfa - NADW <joekalfa@gmail.com>
Subject: RE: Super Crypto

Hello Willy,

We are working on this today but I can't guarantee that it will be finalized by 3:00pm EST. We want this done and are doing our best however it may require more time. With that said, I'll keep you updated on our progress

Darren Magot

714-887-6377

From: Willy Tencer <wtencer@midcitycapital.ca>
Sent: Sunday, October 14, 2018 12:55 PM
To: 'Milton Ault III' <todd@dpwholdings.com>; Darren Magot <darren@supercrypto.com>
Cc: Joe Kalfa - NADW <joekalfa@gmail.com>
Subject: FW: Super Crypto

Are we finalizing? Have you addressed our concerns about the draft agreement?

The 1st point that I mention in my email below should be addressed with similar wording that is in your original email below which states:

"If all the shares are sold and the outstanding balance is not reached then more shares will be distributed to you until we are whole. If the stock goes up and the shares sold create a credit then we will agree to purchase more equipment from you with the credit."

The other points should not be an issue for you.

Another point that has come up is regarding regulatory approvals and/or waivers. It was our understanding from Todd that this process has already been approved.

So as not to lose another week, we need this finalized by Monday, 3:00 PM EST. Our Attorney is going into a very high level intense conference and will have very limited time. He will be difficult to reach (if at all).

I am available any time today or tomorrow if you need to reach me.

Please make the appropriate changes, sign it and send it over.
Let's put this to bed.

Willy Tencer
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Toronto, ON M3H 5W1
Tel. 416 398 1198
Fax 416 398 0878
wtencer@midcitycapital.ca

From: Willy Tencer [<mailto:wtencer@midcitycapital.ca>]
Sent: October 13, 2018 5:45 PM
To: Darren Magot <darren@supercrypto.com>
Cc: Milton Ault III <todd@dpwholdings.com>; Joe Kalfa - NADW <joekalfa@gmail.com>
Subject: Re: Super Crypto

I have not been able to have our attorney look at this yet but a couple of my initial comments would be - I didn't see any downside protection in the event the shares are sold for less than what is owing.

We had discussed that you would deposit more shares.

Also no mention as to when and how many shares can be sold on a daily basis. Wasn't this why you wanted Glendale involved?

Re interest - we normally charge all overdue accounts 2% /month but I felt we should show you some consideration.

All charges relating to the selling of shares should be on account of DPW.

Willy Tencer
BLOCKCHAIN Mining Supply and Services Ltd
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From: Darren Magot <darren@supercrypto.com>
Sent: Friday, October 12, 2018 8:18 PM
To: Willy Tencer
Cc: Milton Ault III; Joe Kalfa - NADW
Subject: RE: Super Crypto

Hello Willy,

Please find the DRAFT agreement for your review. We look forward to your feedback. As you know we are doing all that we can to pay you for the machines, however please look at this as a settlement because the machine value has dropped to \$411 w/ PSU on the Bitmain website. We just can't afford to pay legal and interest fees and need your support in absorbing some of this business risk.

Thank you in advance for your feedback.

Darren Magot
714-887-6377

From: Willy Tencer <wtencer@midcitycapital.ca>
Sent: Friday, October 12, 2018 1:47 PM
To: Darren Magot <darren@supercrypto.com>
Cc: Milton Ault III <todd@dpwholdings.com>; Joe Kalfa - NADW <joekalfa@gmail.com>
Subject: Re: Super Crypto

For the release of the machines, you can put in the term sheet that once we have cashed in at least \$500K of stock, the machines will be available for pick up.

The outstanding balance will then be paid after the release of the machines.

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wtencer@midcitycapital.ca

From: Darren Magot <darren@supercrypto.com>
Sent: Friday, October 12, 2018 4:40 PM
To: Willy Tencer
Cc: Milton Ault III; Joe Kalfa - NADW
Subject: RE: Super Crypto

Hi Willy,

Yes, I am not going home until this term sheet is complete. I'll have it to you today.

Thank you,

Darren Magot
714-887-6377

From: Willy Tencer <wtencer@midcitycapital.ca>
Sent: Friday, October 12, 2018 1:37 PM
To: Darren Magot <darren@supercrypto.com>
Cc: Milton Ault III <todd@dpwholdings.com>; Joe Kalfa - NADW <joekalfa@gmail.com>
Subject: Re: Super Crypto

Are we finalizing? Again another week has gone by.

Willy Tencer
Blockchain Mining Supply and Services Ltd
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Tel. 416 398 1198
Fax. 416 398 0878
wtencer@midcitycapital.ca

From: Darren Magot <darren@supercrypto.com>
Sent: Thursday, October 11, 2018 7:22 PM
To: Willy Tencer
Cc: Milton Ault III
Subject: Super Crypto

Hello Willy,

Thank you again for your time on the phone.

I'm following up with this email to outline the basic terms so we can move forward with an agreement. As discussed, we would like to issue you stock to be deposited into your trading account and sold to pay for the outstanding balance which we show to be approximately **\$1,566,375 + Storage at \$300 per day since Sept 13th (\$6,900 on 10/11)**. We are making the offer because we want to find a solution to pay the outstanding balance, avoid any legal action, and we are anxious to receive the machines so we can place them to work.

We have made arrangements with a broker/dealer for you to open a trading account. We will then agree to a Make Whole agreement whereby we deposit (DWAC) a preestablished amount of DPW stock into your account (via an S3 registration) and those shares are then traded daily. If all the shares are sold and the outstanding balance is not reached then more shares will be distributed to you until we are whole. If the stock goes up and the shares sold create a credit then we will agree to purchase more equipment from you with the credit. We would like to arrange to have the machines shipped at some point during the process but will leave that to you to determine at which point you will feel comfortable to release the machines to us.

Please share your feedback in the morning and I will help move this to an agreement for attorneys to review.

Thank you,

Darren Magot
714-887-6377

From: Willy Tencer <wtencer@midcitycapital.ca>
Sent: Thursday, October 11, 2018 3:51 PM
To: Darren Magot <darren@supercrypto.com>
Cc: Milton Ault III <todd@dpwholdings.com>
Subject: Re: Call

I have about 10 minutes from now then i'm going into an event for the rest of the evening.

Willy Tencer
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[M3H5W1](mailto:wtencer@midcitycapital.ca)
Tel. 416 398 1198
Fax. 416 398 0878
wtencer@midcitycapital.ca

From: Darren Magot <darren@supercrypto.com>
Sent: Thursday, October 11, 2018 6:36 PM
To: Willy Tencer
Cc: Milton Ault III
Subject: Call

Hello Willy,

Can Todd call you in 15 minutes?

Darren Magot
714-887-6377

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Best,

Mariah Corbett
DPW Holdings, Inc.
201 Shipyard Way, Suite E
Newport Beach, CA 92663
T: (949) 444-5464 Ext. 2550
C: (415) 246-5596